

E-FILED ON MARCH 8, 2007

Annette W. Jarvis, Utah Bar No. 1649
 Steven C. Strong, Utah Bar No. 6340
 RAY QUINNEY & NEBEKER P.C.
 36 South State Street, Suite 1400
 P.O. Box 45385
 Salt Lake City, Utah 84145-0385
 Telephone: (801) 532-1500
 Facsimile: (801) 532-7543
 Email: ajarvis@rqn.com

Lenard E. Schwartz, Nevada Bar No. 0399
 Jeanette E. McPherson, Nevada Bar No. 5423
 SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Telephone: (702) 228-7590
 Facsimile: (702) 892-0122
 E-Mail: bkfilings@s-mlaw.com

Attorneys for Debtors

UNITED STATES BANKRUPTCY COURT**DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

**OMNIBUS OBJECTION OF USA
 SECURITIES, LLC TO CERTAIN
 CLAIMS**

In re:
 USA SECURITIES, LLC,
 Debtor.

(AFFECTS USA SECURITIES, LLC)

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☒ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC

Hearing Date: April 26, 2007
 Hearing Time: 9:30 a.m.

SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

USA Securities, LLC (“USA Securities”), by and through its counsel, hereby files its Omnibus Objection to Certain Claims (“Objection”) and moves this Court, pursuant to section 502 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for an order granting the relief sought by this Objection. In support of this Objection, USA Securities states as follows:

I. JURISDICTION

1. The Court has jurisdiction over this Objection pursuant to 28 U.S.C. §§ 1334 and 157. Venue is appropriate under 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2)(B).

2. The statutory predicate for the relief requested herein are 11 U.S.C. § 502 and Bankruptcy Rule 3007.

II. BACKGROUND

1. On April 13, 2006 (“Petition Date”), USA Securities, USA Commercial Mortgage Company (“USACM”), USA Capital Realty Advisors, LLC (“USA Realty”), USA Capital Diversified Trust Deed Fund, LLC (“DTDF”), USA Capital First Trust Deed Fund, LLC (“FTDF”) and together with DTDF, the “Funds”) (collectively the “Debtors”), filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses, if any, as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Post-petition management of the Debtors is under the direction of Thomas J. Allison of Mesirow Financial Interim Management, LLC (“Mesirow”), who serves as the Chief Restructuring Officer.

2. On May 10, 2006, the Office of the United States Trustee filed notices indicating that the Official Committee of Unsecured Creditors of USA Commercial Mortgage Company and the Official Committee of Holders of Executory Contract Rights Through USA Commercial Mortgage Company, the Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC, and the Official Committee of Equity Security Holders of USA Capital Diversified Trust Deed Fund, LLC (collectively the “Committees”) had been formed. No trustee or examiner has been appointed for any of the Debtors.

3. USA Securities is a Nevada limited liability company whose primary business prior

SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

to the Petition Date consisted of selling membership interests in FTDF. USA Securities is now dormant and has conducted no business on or after the Petition Date. USA Securities did not at any time have any employees.

4. On September 14, 2006, the Court entered its Order Setting Deadline to File Proofs of Claim and Proofs of Interest (the “Bar Date Order”) [Docket No. 1280]. The Bar Date Order established 5:00 p.m., prevailing Pacific Time, on November 13, 2006, as the deadline (“Bar Date”) for creditors to file proof of claims

5. The Debtors mailed proof of claim and proof of interest forms on September 18, 2006, with instructions explaining that parties owed money by a borrower whose loan is serviced by the Debtors did not need to file a proof of claim.

6. On September 25, 2006, the Debtors served a copy of the Bar Date Order on their service lists [Docket No. 1358].

7. On November 6, 2006, a stipulation was reached among the Debtors, the Committees, the United States Trustee, and other interested parties extending the Bar Date for Direct Lenders only to file proofs of claim until January 13, 2007 [Docket No. 1729].

8. USA Securities’ claims and noticing agent received approximately 45 proofs of claim as of the January 13, 2007 Bar Date, asserting approximately \$32,686,817.22 in claims, plus unknown amounts based on unliquidated claims.

9. The majority of claims filed against USA Securities are in realty claims against either USACM or one of the Funds, and which were also separately filed as claims against those Debtors (the “Misfiled Claims”). In addition, there were three claims filed against USA Securities seeking payment for wages and/or services performed (the “Wage and Service Claims”), three claims filed by DTDF members asserting various legal theories (the “Unliquidated Litigation Claims”) and a few claims that are duplicative of other claims filed against USA Securities (the “Duplicate Claims”). USA Securities contends that it has no liability on account of any of these claims and that they should be disallowed in their entirety. USA Securities also contends that all the claims filed against it should be classified as general unsecured claims in any event.

///

III. APPLICABLE AUTHORITY

1 Pursuant to section 502(a) of the Bankruptcy Code, any claim for which a proof of
 2 claim has been filed will be allowed unless a party in interest objects. If a party in interest objects
 3 to the proof of claim, the court, after notice and hearing, shall determine the amount of the claim
 4 and shall allow the claim except to the extent that the claim is “unenforceable against the debtor
 5 . . . under any . . . applicable law for a reason other than because such claim is contingent or
 6 unmatured.” 11 U.S.C. § 502(b).

7
 8 2. USA Securities is entitled to object to proofs of claim under section 502(a) of the
 9 Bankruptcy Code.

10 3. A properly filed proof of claim is presumed valid under Bankruptcy Rule 3001(f).
 11 However, once an objection to the proof of claim controverts the presumption, the creditor
 12 ultimately bears the burden of persuasion as to the validity and amount of the claim. *See Ashford*
 13 *v. Consolidated Pioneer Mortg. (In re Consolidated Pioneer Mortg.)*, 178 B.R. 222, 226 (B.A.P.
 14 9th Cir. 1995), *aff’d*, 91 F.3d 151 (9th Cir. 1996). The ultimate burden of proof as to the validity of
 15 a proof of claim “remains at all times upon the claimant.” *Lundell v. Anchor Constr. Specialists,*
 16 *Inc. (In re Lundell)*, 223 F.3d 1035, 1039 (9th Cir. 2000).

IV. OBJECTIONS TO CLAIMS

17
 18 1. As more particularly described herein, USA Securities seeks in this Objection the
 19 disallowance of the Misfiled Claims, Wage and Service Claims, Unliquidated Litigation Claims,
 20 and Duplicate Claims filed against it.

21 2. These claims may be the subject of multiple objections herein for any of the
 22 reasons stated in this Objection. These claims may also be subject to subsequently filed
 23 objections.

24 3. USA Securities reserves the right to further object to any and all claims, whether or
 25 not the subject of this Objection, for allowance and/or distribution purposes on any other grounds.
 26 USA Securities further reserves the right to modify, supplement and/or amend this Objection as it
 27 pertains to any claim or claimant herein.

28 ///

A. USA Securities' Objections to Certain Claims

1. USA Securities is Not Liable on Account of the Misfiled Claims

4. **Exhibit A** contains a list of the Misfiled Claims filed in the USA Securities bankruptcy case. The Misfiled Claims are actually claims against one of the Funds or USACM. In each case, the claimant asserted a claim against USA Securities and also filed and asserted the exact same claim against the appropriate Debtor (and in many cases filed the same claim against all five Debtors). USA Securities has no liability on account of the claims listed on **Exhibit A**, and they should be disallowed in their entirety.

2. USA Securities is Not Liable on Account of Wage and Service Claims

5. **Exhibit B** contains a list of the Wage and Service Claims, which are proofs of claim number 21, 22 and 43. Claim number 21 is an unsecured claim for "Services" and "Wages" in the amount of \$200 filed by Robert L. Hagmaier (the "Hagmaier Claim"). Claim number 22 is a priority claim for "Wages, salaries, and compensation" in the amount of \$106.63 filed by Michael P. Mollo (the "Mollo Claim"). Claim number 43 is an unsecured claim of \$480 filed by CT Corporation Systems for registered agent services for 2006-07 (the "CT Corporation Claim").

6. Neither the Hagmaier nor the Mollo Claim is supported by any evidence or documentation substantiating the claim or giving any indicating as to the nature of either claimants' relationship with USA Securities. USA Securities contends that it is not liable on account of either claim. USA Securities further objects to the Mollo Claim based on the fact that it is not entitled to priority status in any event. Both the Hagmaier and the Mollo Claim should be disallowed in their entirety.

7. The CT Corporation Claim should also be disallowed in its entirety. The invoice attached to the proof of claim indicates that the claim is for registered agent services for the period of 4/1/2006 through 3/31/2007. USA Securities is dormant and has conducted no business on or after the Petition Date. Thus no services have been performed on behalf of USA Securities and the CT Corporation Claim should be disallowed in its entirety.

///

///

3. USA Securities is Not Liable on Account of the Unliquidated Litigation Claims

8. **Exhibit C** contains a list of the Unliquidated Litigation Claims, which are proofs of claim number 38, 39, and 40. These claims were filed against USA Securities, upon information and belief, by DTDF Fund Members asserting various legal theories including fraud and conspiracy. The same unliquidated claims have also been filed against the other Debtors except for DTDF. It appears these claimants have filed their claims against USA Securities simply because it is an entity related to the other Debtors. USA Securities has analyzed these claims and asserts that it has no liability on their account. Claims 38, 39, and 40 against USA Securities, therefore, should be disallowed in their entirety against USA Securities. To the extent the claimants have asserted claims against Debtors other than USA Securities those claims are not addressed or affected by this Objection.

4. USA Securities is Not Liable on Account of the Duplicate Claims

9. **Exhibit D** contains a list of the Duplicate Claims filed against USA Securities. These claims are exact duplicates of claims that have already been filed against USA Securities. Since a creditor cannot recover twice on account of the same claim, these Duplicate Claims should be disallowed in their entirety.

B. All Claims on the Exhibits Should be Classified as General Unsecured Claims

10. USA Securities also specifically objects to the extent that any of the claims listed in **Exhibit A**, **Exhibit B**, **Exhibit C**, or **Exhibit D** assert priority or secured status, and asserts that they should be classified as general unsecured claims in any event.

11. Section 507 of the Bankruptcy Code establishes the ten types of claims that are entitled to priority status. However, ““because the presumption in bankruptcy cases is that the debtor’s limited resources will be equally distributed among its creditors, *statutory priorities are narrowly construed.*”” *In re Peaches Records and Tapes, Inc.*, 102 B.R. 193, 195 (B.A.P. 9th Cir. 1989) (*quoting Trustees of Amalgamated Ins. Fund v. McFarlin’s*, 789 F.2d 98, 100-01 (2nd Cir. 1986) (emphasis in original)). A party claiming priority status bears the burden of establishing priority status. *See e.g., In re Terra Distrib., Inc.*, 148 B.R. 598, 600 (Bankr. D. Idaho 1992)

(stating that the “burden to demonstrate the elements required for priority status lies upon the claimant”). Secured claims are claims “by creditors against the estate that are secured by a lien on property in which the estate has an interest.” *United States v. Ron Pair Enters., Inc.*, 489 U.S. 235, 240 (1989).

12. The claimants listed on Exhibit A, Exhibit B, Exhibit C, and Exhibit D have presented no evidence to support their contention that their claim should be entitled to priority or secured status in USA Securities’ case. As such, these claimants have not met their burden of showing that their claim is entitled to either secured or priority status and all claims listed on Exhibit A, Exhibit B, Exhibit C, and Exhibit D should be classified as general unsecured claims in any event.

V. CONCLUSION

For the reasons discussed above USA Securities objects to the proofs of claim listed on the exhibits attached to this Objection and requests that the Court disallow these claims in their entirety. USA Securities also requests such other and further relief as is just and proper.

Dated: March 8, 2007

/s/ Lenard E. Schwartz, Esq.

Lenard E. Schwartz, Nevada Bar No. 0399
Jeanette E. McPherson, Nevada Bar No. 5423
SCHWARTZER & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146

and

Annette W. Jarvis, Utah Bar No. 1649
Steven C. Strong, Utah Bar No. 6340
RAY QUINNEY & NEBEKER P.C.
36 South State Street, Suite 1400
P.O. Box 45385
Salt Lake City, Utah 84145-0385

Attorneys for Debtors

SCHWARTZER & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Tel: (702) 228-7590 · Fax: (702) 892-0122

EXHIBIT A

USA SECURITIES, LLC

Misfiled Claims - Disallow in their Entirety against USA Securities

| <u>Claimant</u> | <u>Case Number</u> | <u>Proof of Claim Number</u> | <u>Date Claim Filed</u> | <u>Proof of Claim Amount</u> | <u>Proof of Claim Priority</u> | <u>Proposed Treatment & Comments</u> |
|--|------------------------|--------------------------------------|-----------------------------|----------------------------------|--|--|
| Adams, Brian M 525 S 6Th St Las Vegas, NV 89101 | 06-10729 | 10729-00030 | 11/8/2006 | \$ 325,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against DTDF and claimant has already filed the same claim against DTDF. |
| Adams, Herman M & Brian M & Anthony G 1341 Cashman Dr Las Vegas, NV 89102 | 06-10729 | 10729-00033 | 11/10/2006 | \$ 3,625,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Baginski, Michael 12881 Knott St #205 Garden Grove, CA 92841 | 06-10729 | 10729-00029 | 11/10/2006 | \$ 288,283.00 | S, P, U | Disallow claim in its entirety against USA Securities. Claim is against DTDF and claimant has already filed the same claim against DTDF. |
| Berry, William Chad 11136 Acama St Apt 312 Studio City, CA 91602-3067 | 06-10729 | 10729-00041 | 11/13/2006 | \$ 200,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Deller, Ross 1469 Harmony Hill Henderson, NV 89014 | 06-10729 | 10729-00015 | 5/8/2006 | \$ 50,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against DTDF and claimant has already filed the same claim against DTDF. |
| Deller, Ross 1469 Harmony Hill Henderson, NV 89014 | 06-10729 | 10729-00016 | 5/8/2006 | \$ 120,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Deller, Ross 1469 Harmony Hill Henderson, NV 89014 | 06-10729 | 10729-00017 | 5/8/2006 | \$ 100,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against DTDF and claimant has already filed the same claim against DTDF. |
| Deller, Ross 1469 Harmony Hill Henderson, NV 89014 | 06-10729 | 10729-00018 | 5/8/2006 | \$ 50,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against DTDF and claimant has already filed the same claim against DTDF. |
| Falvai, Brenda 252 N Paseo De Juan Anaheim, CA 92807-2319 | 06-10729 | 10729-00009 | 6/2/2006 | \$ 50,933.34 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Falvai, Brenda 252 N Paseo De Juan Anaheim, CA 92807-2319 | 06-10729 | 10729-00010 | 6/2/2006 | \$ 50,972.22 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Falvai, Brenda 252 N Paseo De Juan Anaheim, CA 92807-2319 | 06-10729 | 10729-00011 | 6/2/2006 | \$ 50,933.34 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Falvai, Brenda 252 N Paseo De Juan Anaheim, CA 92807-2319 | 06-10729 | 10729-00013 | 6/2/2006 | \$ 37,860.24 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |

EXHIBIT A

USA SECURITIES, LLC

Misfiled Claims - Disallow in their Entirety against USA Securities

| <u>Claimant</u> | <u>Case Number</u> | <u>Proof of Claim Number</u> | <u>Date Claim Filed</u> | <u>Proof of Claim Amount</u> | <u>Proof of Claim Priority</u> | <u>Proposed Treatment & Comments</u> |
|--|------------------------|--------------------------------------|-----------------------------|----------------------------------|--|---|
| Frieda Moon & Sharon C Van Ert Joint 2504 Callita Ct Las Vegas, NV 89102-2094 | 06-10729 | 10729-00003 | 5/23/2006 | \$ 51,033.34 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Frieda Moon & Sharon C Van Ert Joint 2504 Callita Ct Las Vegas, NV 89102-2094 | 06-10729 | 10729-00006 | 5/23/2006 | \$ 51,076.38 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Frieda Moon Fbo Sharon C. Van Ert 2504 Callita Ct Las Vegas, NV 89102-2020 | 06-10729 | 10729-00004 | 5/23/2006 | \$ 35,583.34 | S | Disallow claim in its entirety against USA Securities. Claim is against FTDF and claimant has already filed the same claim against FTDF. |
| Frieda Moon Fbo Sharon C. Van Ert 2504 Callita Ct Las Vegas, NV 89102-2020 | 06-10729 | 10729-00005 | 5/23/2006 | \$ 17,538.18 | S | Disallow claim in its entirety against USA Securities. Claim is against FTDF and claimant has already filed the same claim against FTDF. |
| Halseth Family Trust Totally Restated 4/21/00, Daniel R. and Sandra K. Ttees 23 Molas Dr. Durango, CO 81301 | 06-10729 | 10729-00044 | 1/9/2007 | Blank | Blank | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Houghton Dental Corp PSP Fbo Geraldine Pearl Houghton 2871 Pinta Perris, CA 92571 | 06-10729 | 10729-00034 | 11/9/2006 | \$ 100,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against FTDF and claimant has already filed the same claim against FTDF. |
| Karen Petersen Tyndall Trust Dtd 3/9/94 C/O Karen Petersen Tyndall Ttee 1012 Greystoke Acres St Las Vegas, NV 89145-8659 | 06-10729 | 10729-00027 | 11/9/2006 | \$ 1,115,915.59 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| KPT Irrevocable Trust Dtd 7/16/99 C/O Karen Petersen Tyndall Ttee 1012 Greystoke Acres St Las Vegas, NV 89145-8659 | 06-10729 | 10729-00028 | 11/9/2006 | \$ 202,866.38 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Law Offices Of James J Lee 7674 W Lake Mead # 108 Las Vegas, NV 89128 | 06-10729 | 10729-00037 | 11/13/2006 | \$ 200,000.00 | U | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Layne Family Trust Bruce & Sherry Layne C/O Lawrence D Rouse Esq 523 S 8Th St Las Vegas, NV 89101 | 06-10729 | 10729-00023 | 11/9/2006 | \$ 240,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |

EXHIBIT A

USA SECURITIES, LLC

Misfiled Claims - Disallow in their Entirety against USA Securities

| <u>Claimant</u> | <u>Case Number</u> | <u>Proof of Claim Number</u> | <u>Date Claim Filed</u> | <u>Proof of Claim Amount</u> | <u>Proof of Claim Priority</u> | <u>Proposed Treatment & Comments</u> |
|--|------------------------|--------------------------------------|-----------------------------|----------------------------------|--|--|
| Lee Esq, James J 7674 W Lake Mead #108 Las Vegas, NV 89128 | 06-10729 | 10729-00036 | 11/13/2006 | \$ 200,000.00 | U | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Mirzaian, Katrine 708 Prospect Dr. Glendale, CA 91205 | 06-10729 | 10729-00045 | 1/10/2007 | \$ 344,011.56 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Moon Trustee Of The Decedent's Trust, Frieda Of The Restated Moon Irrevocable Trust 2504 Callita Ct Las Vegas, NV 89102 | 06-10729 | 10729-00001 | 5/22/2006 | \$ 37,860.24 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Moon Trustee Of The Decedent's Trust, Frieda Of The Restated Moon Irrevocable Trust 2504 Callita Ct Las Vegas, NV 89102 | 06-10729 | 10729-00002 | 5/22/2006 | \$ 51,033.34 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Moon Trustee Of The Decedent's Trust, Frieda Of The Restated Moon Irrevocable Trust 2504 Callita Ct Las Vegas, NV 89102 | 06-10729 | 10729-00007 | 5/23/2006 | \$ 51,076.38 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Moon Trustee Of The Decedent's Trust, Frieda Of The Restated Moon Irrevocable Trust 2504 Callita Ct Las Vegas, NV 89102 | 06-10729 | 10729-00008 | 5/23/2006 | \$ 25,538.20 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |
| Olympia Capital Management C/O Geraldine Houghton 2871 Pinta Perris, CA 92571 | 06-10729 | 10729-00035 | 11/9/2006 | \$ 100,000.00 | S | Disallow claim in its entirety against USA Securities. Claim is against DTDF and claimant has already filed the same claim against DTDF. |
| Quinn, Edward & Darlene 660 NW Brookhaven Dr Lee's Summit, MO 64081 | 06-10729 | 10729-00019 | 7/10/2006 | \$ 156,388.48 | S | Disallow claim in its entirety against USA Securities. Claim is against USACM and claimant has already filed the same claim against USACM. |

EXHIBIT B**USA SECURITIES, LLC**

Wage and Service Claims - Disallow in their Entirety against USA Securities

| <u>Claimant</u> | <u>Case Number</u> | <u>Proof of Claim Number</u> | <u>Date Claim Filed</u> | <u>Proof of Claim Amount</u> | <u>Proof of Claim Priority</u> | <u>Proposed Treatment & Comments</u> |
|--|--------------------|----------------------------------|-----------------------------|----------------------------------|------------------------------------|--|
| CT Corporation Systems CT, a Wolters Kluwer Business PO Box 4349 Carol Stream, IL 60197-4349 | 06-10729 | 10729- 00043 | 12/8/2006 | \$ 480.00 | U | Claim should be disallowed in its entirety against USA Securities. Claim is for registered agent services for 2006-07. USA Securities has not been in operation during this time so no services have been performed on its behalf. |
| Hagmaier, Robert L. 15254 Candlewood Ct. Lake Oswego, OR 97035 | 06-10729 | 10729- 00021 | 10/6/2006 | \$ 200.00 | U | Claim should be disallowed in its entirety against USA Securities. Claim is for wages but provides no documentation in support. USA Securities did not have any employees and denies all liability on account of this claim. |
| Mollo, Michael P. 316 S. Broadway #B Redondo Beach, CA 90277- 3709 | 06-10729 | 10729- 00022 | 10/6/2006 | \$ 106.63 | P | Claim should be disallowed in its entirety against USA Securities. Claim is for wages but provides no documentation in support. USA Securities did not have any employees and denies all liability on account of this claim. |

EXHIBIT C**USA SECURITIES, LLC**

Unliquidated Litigation Claims - Disallow in their Entirety against USA Securities

| <u>Claimant</u> | <u>Case Number</u> | <u>Proof of Claim Number</u> | <u>Date Claim Filed</u> | <u>Proof of Claim Amount</u> | <u>Proof of Claim Priority</u> | <u>Proposed Treatment & Comments</u> |
|--|--------------------|----------------------------------|-----------------------------|----------------------------------|------------------------------------|--|
| Dr Gary Kantor C/O Michael M Schmahl Attorney McGuireWoods LLP 77 W Wacker Dr #4100 Chicago, IL 60601 | 06- 10729 | 10729- 00039 | 11/13/2006 | Unliquidated | U | Claim should be disallowed in its entirety against USA Securities. Claimant is a member in DTDF and has already filed the same claim against DTDF. USA Securities denies all liability on account of this claim. |
| Kantor Nephrology Consultants Ltd C/O Michael M Schmahl Attorney McGuireWoods LLP 77 W Wacker Dr #4100 Chicago, IL 60601 | 06- 10729 | 10729- 00038 | 11/13/2006 | Unliquidated | U | Claim should be disallowed in its entirety against USA Securities. Claimant is a member in DTDF and has already filed the same claim against DTDF. USA Securities denies all liability on account of this claim. |
| Kantor, Lynn M C/O Michael M Schmahl Attorney McGuireWoods LLP 77 W Wacker Dr #4100 Chicago, IL 60601 | 06- 10729 | 10729- 00040 | 11/13/2006 | Unliquidated | U | Claim should be disallowed in its entirety against USA Securities. Claimant is a member in DTDF and has already filed the same claim against DTDF. USA Securities denies all liability on account of this claim. |

EXHIBIT D**USA SECURITIES, LLC**

Duplicate Claims - Disallow in their Entirety against USA Securities

| <u>Claimant</u> | <u>Case Number</u> | <u>Proof of Claim Number</u> | <u>Date Claim Filed</u> | <u>Proof of Claim Amount</u> | <u>Proof of Claim Priority</u> | <u>Proposed Treatment & Comments</u> |
|---|------------------------|--------------------------------------|-----------------------------|----------------------------------|--|--|
| Falvai, Brenda 252 N Paseo De Juan Anaheim, CA 92807-2319 | 06-10729 | 10729-00012 | 6/2/2006 | \$ 50,933.34 | S | Disallow claim in its entirety against USA Securities. Claim is a duplicate of claim 10729-00011. |
| Karen Petersen Tyndall Trust Dated 3/9/94 C/O Karen Petersen Tyndall Ttee 1012 Greystoke Acres St Las Vegas, NV 89145-8659 | 06-10729 | 10729-00031 | 11/10/2006 | \$ 1,115,915.59 | S | Disallow claim in its entirety against USA Securities. Claim is a duplicate of claim 10729-00027. |
| KPT Irrevocable Trust Dated 7/16/99 C/O Karen Petersen Tyndall Ttee 1012 Greystoke Acres St Las Vegas, NV 89145-8659 | 06-10729 | 10729-00032 | 11/10/2006 | \$ 202,866.38 | S | Disallow claim in its entirety against USA Securities. Claim is a duplicate of claim 10729-00028. |
| Quinn, Edward & Darlene 660 Nw Brookhaven Dr Lee's Summit, MO 64081 | 06-10729 | 10729-00020 | 7/12/2006 | \$ 156,388.48 | S | Disallow claim in its entirety against USA Securities. Claim is a duplicate of claim 10729-00019. |